

## MIRC ELECTRONICS LTD

Registered Office: Onida House, G-1, MIDC, Mahakali Caves Road,  
Andheri (East) - Mumbai - 400 093, www.onida.com, CIN: L32300MH1981PLC023637

### VIGIL MECHANISM/WHISTLE BLOWER POLICY

---

#### **Preface**

The Company believes in the conduct of its affairs in a fair and transparent manner by adopting highest standards of professionalism, honesty, integrity and ethical behaviour.

#### **i) Purpose:**

This policy is formulated to provide opportunity to all employees to have access to the Management or the Chairman of the Audit Committee, in case they observe any unethical and improper practice or behaviour or wrongful conduct in the Company and to prohibit any Seniors from taking adverse personnel action against such employee.

#### **ii) Background:**

- a) Section 177 of the Companies Act, 2013 requires every listed company and such class or classes of companies, as may be prescribed to establish a **vigil mechanism** for the Directors and Employees to report genuine concerns or grievances in such manner as may be prescribed.
- b) Effective October 1, 2014, Clause 49 of the Listing Agreement between listed companies and the Stock Exchanges inter alia, provides for a mandatory requirement for all listed companies to establish a mechanism called “Whistle Blower Policy” enabling stakeholders, including individual employees and their representative bodies, to freely communicate their concerns about illegal or unethical practices in the Company.
- c) The Company has adopted a Code of Conduct for Directors and Employees including Senior management (“the Code”), which lays down the principles and standards that should govern the actions of the Directors and Employees including Senior Management.

#### **iii) Policy**

In compliance of the above requirements, MIRC Electronics Limited, (Company) has established a Vigil Mechanism/ Whistle Blower Policy (“the Policy”) in order to provide a framework for responsible and secure whistle blowing/vigil mechanism.

#### iv) Definitions

The definitions of some of the key terms used in this Policy are given below. Capitalized terms not defined herein shall have the meaning assigned to them under the Code.

- a) **“Company”** means MIRC Electronics Ltd.
- b) **“Employee”** means every employee of the Company (whether working in India or abroad), including the Directors in the employment of the Company.
- c) **“Investigators”** mean those persons authorized, appointed consulted or approached by the Company Secretary & Compliance Officer/ Chairman and Managing Director/Managing Director / Chairperson of the Audit Committee and includes the auditors of the Company and the police.
- d) **“Protected Disclosure”** means any communication made in good faith that discloses or demonstrates information that may evidence unethical or improper activity.
- e) **“Concerned Employee”** means a person against or in relation to whom a Protected Disclosure has been made or evidence gathered during the course of an investigation.
- f) **“Whistle Blower”** means an Employee making a Protected Disclosure under this Policy.

#### v) Scope

This Policy is an extension of the MIRC Code Of Conduct for Directors and Employees including Senior Management.

- a) The Whistle Blower’s role is that of a reporting party with reliable information. They are not required or expected to act as investigators or finders of facts, nor would they determine the appropriate corrective or remedial action that may be warranted in a given case.
- b) Whistle Blowers should not act on their own in conducting any investigative activities, nor do they have a right to participate in any investigative activities other than as requested by the Company Secretary & Compliance Officer / CMD/MD/ Chairperson of the Audit Committee or the Investigators.
- c) Protected Disclosure will be appropriately dealt with by the Company Secretary & Compliance Officer or Managing Director or Chairperson of the Audit Committee as the case may be.

#### **vi) Eligibility**

Any Employee of the Company is eligible to make Protected Disclosures under the Policy. The Protected Disclosures may be in relation to matters concerning the Company or any other subsidiary of the company.

#### **vi) Disqualifications**

While it will be ensured that genuine Whistle Blowers are accorded complete protection from any kind of unfair treatment. *Protection under this Policy would not mean protection from disciplinary action arising out of false or bogus allegations made by a Whistle Blower knowing it to be false or bogus or with a malafide intention.*

#### **vii) Procedure**

- a) All Protected Disclosures concerning any irregularity relating to procurement, sales, financial / accounting matters or any other corporate function should be addressed to the Company Secretary and Compliance Officer for preliminary investigation.
- b) If a protected disclosure is in knowledge of any employee of the Company, the same should be forwarded promptly to the Company Secretary & Compliance Officer for further appropriate action. Appropriate care will be taken to keep the identity of the Whistle Blower strictly confidential.
- c) Protected Disclosures should preferably be reported in writing/email/fax so as to ensure a clear understanding of the issues raised.
- d) Protected Disclosures should be factual and not speculative or in the nature of a conclusion, and should contain as much specific information as possible to allow for proper assessment of the nature and extent of the concern.

#### **viii) Investigation**

- a) All Protected Disclosures reported under this Policy will have thoroughly be investigated by the Company Secretary & Compliance Officer or through persons delegated by CMD/MD.
- b) Company Secretary & Compliance Officer or CMD/MD may at his discretion, consider involving any audit / further investigations The decision to conduct an investigation taken by the Company is by itself not an accusation and is to be treated as a neutral fact-finding process. The outcome of the investigation may not support the conclusion of the Whistle Blower that an improper or unethical act was committed.

- c) The nature of the matter and the Whistle Blower name will be kept confidential to the extent possible given the legitimate needs of law and the investigation.
- d) 'Concerned Employees' against whom some allegation or irregularity is reported may be informed of the allegations and have opportunity for providing their submissions during the investigation.
- e) 'Concerned Employee' shall have a duty to co-operate with Company Secretary and Compliance Officer or any of the auditors/ Investigators during investigation to the extent that such co-operation will not compromise self-incrimination protections available under the applicable laws.
- f) 'Concerned employees' have a right to consult with a person or persons of their choice, and shall be free at any time to engage counsel at their own cost to represent them in the investigation proceedings. Concerned Employee have a responsibility not to interfere with the investigation. Evidence shall not be withheld, destroyed or tampered with, and witnesses shall not be influenced, coached, threatened or intimidated by the Subjects.
- g) Unless there are compelling reasons not to do so, 'Concerned Employee' will be given the opportunity to respond to material findings contained in an investigation report. No allegation of wrongdoing against a Concerned Employee shall be considered as maintainable unless there is good evidence in support of the allegation.
- h) Concerned Employee have a right to be informed of the outcome of the investigation.
- i) The investigation shall be completed normally within 60 days of the receipt of the Protected Disclosure.

#### **ix) Protection**

- a) No unfair treatment will be meted out to a Whistle Blower by virtue of his / her having reported a Protected Disclosure under this Policy. The Company, as a policy, condemns any kind of discrimination, harassment, victimization or any other unfair employment practice being adopted against Whistle Blowers. Complete protection will, therefore, be given to Whistle Blowers against any unfair practice like retaliation, threat or intimidation of termination / suspension of service, disciplinary action, transfer, demotion, refusal or promotion, or the like including any direct or indirect use of authority to obstruct the Whistle Blower's right to continue to perform his duties / functions including making further Protected Disclosure. This will however not give immunity in case of the whistle blower own default or violation for actions deemed to be violation of Company's Code of Conduct. The Company will take steps to minimize difficulties, which the Whistle Blower may experience as a result of making the Protected Disclosure. Thus, if the Whistle Blower is required to give evidence in criminal or disciplinary proceedings, the

Company will arrange for the Whistle Blower to receive advice about the procedure, etc.

- b) A Whistle Blower may report any violation of the above clause to the Company Secretary & Compliance Officer or Managing Director, who shall investigate into the same and recommend suitable action to the management.
- c) The identity of the Whistle Blower shall be kept confidential to the extent possible and permitted under law.
- d) Any other Employee assisting in the said investigation shall also be protected to the same extent as the Whistle Blower.

**x) Investigators**

- a. Investigators are required to conduct a process towards fact-finding and analysis. Investigators shall derive their authority and access rights from the Company Secretary & Compliance Officer /CMD/MD when acting within the course and scope of their investigation.
- b. Technical and other resources may be drawn upon as necessary to augment the investigation. All investigators shall be independent and unbiased both in fact and as perceived. Investigators have a duty of fairness, objectivity, thoroughness, ethical behaviour, and observance of legal and professional standards.
- c. Investigations will be launched only after a preliminary review by the Company Secretary & Compliance Officer or Managing Director as the case may be, which establishes that:
  - i. the alleged act constitutes an improper or unethical activity or conduct and
  - ii. the allegation is supported by information specific enough to be investigated or in cases where the allegation is not supported by specific information, it is felt that the concerned matter is worthy of management review.

**xi) Decision**

If an investigation leads the Company Secretary & Compliance Officer or CMD/MD to conclude that an improper or unethical act has been committed, the Company Secretary & Compliance Officer place the report of its findings to the management for necessary action.. It is clarified that any disciplinary or corrective action initiated against the Concerned Employee as a result of the findings of an investigation pursuant to this Policy shall adhere to the applicable personnel or staff conduct and disciplinary procedures.

**xii) Reporting**

The Company Secretary & Compliance Officer shall submit a report to the CMD/MD and/or the Chairman of the Audit Committee about all Protected Disclosures referred to him / her since the last report together with the results of investigations, if any.

**xiii) Retention of documents**

All Protected Disclosures in writing or documented along with the results of investigation relating thereto shall be retained by the Company for a minimum period of seven years.

**xiv) Amendment**

The policy shall remain valid until the same is modified or amended by the management and notified to the employees.

-x-x-x-

ANNEXURE

The contact details:  
Company Secretary & Compliance Officer/CMD/MD  
MIRC Electronics Ltd.  
Regd Office: Onida House, G-1, MIDC  
Mahakali Caves Road, Andheri (East)  
Mumbai:-400 093  
Ph. No. 022-66975777 / fax 022-28202002 /  
Email: as per Director/Employee co. E-mail id.